

**OSTER**  
**Researching Services**

12897 Colonial Dr. • Mt. Airy, Md. 21771  
Phone: 301-253-6040  
Fax: 301-253-6040\*

RECORDATION NO. 23200-A FILED

OCT 25 '00 12-09 PM

TS  
SURFACE TRANSPORTATION BOARD

October 25, 2000

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is an Assignment dated October 16, 2000, between the following parties:

Assignor: Jules and Associates, Inc.  
515 So. Figueroa Street, #1950  
Los Angeles, CA 90071

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue, Suite 300  
Minneapolis, MN 55402

The equipment included in this transaction is as follows:

Equipment: 4, Locomotives  
IAIS 250, 466, 468, 403

Please record this agreement as a secondary document to STB Recordation Number 23200. The filing fee of \$26 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary A. Oster*

Mary Ann Oster  
Research Consultant

Enclosures

A short summary of the document to appear in the index as follows: Assignment dated 10/16/00 between Jules and Associates, Inc., 515 So. Figueroa St., Los Angeles, CA and Wells Fargo Equipment Finance, Inc. 733 Marquette Avenue, #300, Minneapolis, MN 55402..

## ASSIGNMENT

OCT 25 '00 12-09 PM

## SURFACE TRANSPORTATION BOARD

For Value Received, the undersigned ("Seller") hereby assigns to Wells Fargo Equipment Finance, Inc. ("WFEFI"), its successors and assigns, all of Seller's right, title and interest (including the right to installments now or hereafter owing) in and to the following described Loan, in and to the Loan Agreements evidencing such Loan and in and to any and all Collateral therefor (identify Loan by date, Borrower name, Loan number, Schedule number, etc. as appropriate):

"SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF"

The purchase price payable by Purchaser to Seller for the Loan is \$ 400,000.00

The following is information about the Loan (revise as necessary if payments are not monthly):

Monthly Installments  
of principal and interest \$ 8,455.00

Number of monthly payments  
remaining as of the date of this Assignment 57 TO WELLS

Scheduled payments are monthly

Interest Rate 8.40 %

This Assignment is made in connection with and constitutes an "Assignment" under that certain Purchase Agreement dated as of February 25, 2000 by and between Seller and Purchaser (the "Agreement"), and the Loan described herein and the Collateral for such Loan are hereby made subject to the Agreement.

Dated: OCTOBER 16, 2000



Jules and Associates, Inc.

By [Signature]  
Its PRESIDENT

RE: HEARTLAND RAIL CORPORATION AND IOWA INTERSTATE RAILROAD, LTD. AS CO-DEBTORS  
EQUIPMENT FINANCING AGREEMENT DATED SEPTEMBER 29, 2000 SCHEDULE NO. 1

Corporate Form of Acknowledgment

State of CA  
County of Los Angeles ss:

On this 16 day of October, before me personally appeared, Jules Bueraberto, to me personally known, who being by me duly sworn, says that he is the President of Jules and Associates, that the foregoing Security Agreement was signed by him on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing Security Agreement was the free act and deed of said corporation.

[Signature]  
Signature of notary public  
My commission expires 4-13-04

[Notarial Seal]



**EXHIBIT "A"**  
**JULES AND ASSOCIATES, INC.**  
**EQUIPMENT FINANCING AGREEMENT DATED SEPTEMBER 29, 2000**  
**SCHEDULE NO. 1**

**QUANTITY**

**EQUIPMENT DESCRIPTION:**

4

EMD LOCOMOTIVES

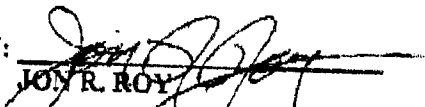
<u>Unit Number</u>	<u>Model</u>	<u>Frame Number</u>
IAIS 250	SW1200	4491-20
IAIS 466	GP8	6497-9
IAIS 468	GP8	6496-1
IAIS 403	GP10	5553-27

Along with all additions, substitutions, attachments, replacements, and accessions thereof, plus the proceeds of all the foregoing including amounts payable under any insurance policy.

This Exhibit "A" is attached to and a part of Jules and Associates, Inc. Equipment Financing Agreement dated September 29, 2000 Schedule No. 1 and constitutes a true and accurate description of the equipment.

**DEBTOR: HEARTLAND RAIL CORPORATION AND  
 IOWA INTERSTATE RAILROAD, LTD. AS CO-DEBTORS**

**ACKNOWLEDGED & ACCEPTED BY:**

BY:   
 JON R. ROY

**TITLE: PRESIDENT OF HEARTLAND RAIL CORPORATION**

BY:   
 LEE J. GULLICKSON

**TITLE: TREASURER OF IOWA INTERSTATE RAILROAD, LTD.**